

AGREEMENT FOR MERGER AND/OR CONSOLIDATION OF  
ATLAS X CO. AND/WITH ATLAS MINING COMPANY.

THIS AGREEMENT, Made this 2d day of March, A. D. 1940, between ATLAS X CO., a corporation organized under and existing by virtue of the laws of the State of Idaho, hereafter called "Atlas X Co.", and ATLAS MINING COMPANY, a corporation organized under and existing by virtue of the laws of the State of Idaho, hereafter called "Atlas Company", and between also the directors of each of said corporations, WITNESSETH

WHEREAS, Atlas X Co. is a corporation duly organized and now existing under the laws of the State of Idaho, having an authorized capital of \$1,500,000, divided into 1,500,000 shares of common stock, all of which stock is issued and outstanding at the date of this agreement, and of which stock Atlas Company owns 1,199,458 shares; and

WHEREAS, Atlas Mining Company is a corporation duly organized and now existing under the laws of the State of Idaho, having an authorized capital of \$2,000,000, divided into 2,000,000 shares of the par value of \$1.00 per share, of which at the date of this agreement 525,150 shares are now in the treasury of said corporation, either as treasury stock or reverted treasury stock; and

WHEREAS, It is the desire of the parties hereto, that is to say, Atlas X Co. and Atlas Mining Company, to merge and/or consolidate the corporate rights, powers and privileges of each of said corporations with and into those of said Atlas Mining Company, under and by virtue of the provisions of Title 29 of Idaho Code Annotated, so that all of the property, rights, franchises and privileges now by law vested in each of said corporations, the parties hereto, shall be transferred to and vested in the corporation into which said merger shall be made, that is to say, in the Atlas Mining Company aforesaid;

NOW, THEREFORE, This agreement witnesseth

That the parties hereto, Atlas X Co. and Atlas Company, in consideration of the premises, and of the terms and conditions herein set forth, and of other good and valuable considerations, have mutually agreed,

and do hereby mutually agree, to merge the respective rights, powers and privileges of each and of both of said corporations with and into those of the Atlas Mining Company aforesaid, so that by virtue of such act, and of this agreement, such corporations may consolidate, and so that all the property, rights, franchises and privileges by law vested in each and in all of such corporations so merged shall be transferred to and vested in the corporation into which such merger shall be made, that is to say, the Atlas Company aforesaid.

Said merger and/or consolidation shall be made under the conditions, provisions, and restrictions, and with the powers herein set forth, to-wit:

**RECITALS:**

1. Atlas X Co. is now a corporation organized under and existing by virtue of the laws of the State of Idaho, has an authorized capital stock of 1,500,000 shares, all of which said stock is outstanding.

2. Atlas Mining Company is now a corporation organized under and existing by virtue of the laws of the State of Idaho, has an authorized capital stock of 2,000,000 shares of which 1,474,850 shares are now outstanding and 525,150 shares are now in the treasury.

3. Atlas Company is the owner of 1,199,458 shares of stock of Atlas X Co.

4. The present directors and officers of Atlas Mining Company with their places of residence are as follows:

<u>NAMES</u>	<u>OFFICES HELD</u>	<u>RESIDENCES</u>
W. Earl Greenough	Director, President and Treasurer	Mullan, Idaho
James A. Wayne	Director and Vice-President	Wallace, Idaho
Roger W. Greenough	Director, Secretary and Assistant Treasurer	Mullan, Idaho
R. E. Walters	Director and Assistant Secretary	Mullan, Idaho
E. E. Burton	Director	Spokane, Washington

5. Atlas Company is the owner of an extensive group of lode mining claims situated in Shoshone County, Idaho, and also of outlying tracts and parcels of land adjacent to said group of lode mining claims, and together also with the large amount of mining machinery, equipment, tools, etc., situated upon its lands and premises.

6. Atlas X Co. is the owner of a group of patented lode mining claims comprising the

Golden Quartz, Mountain Boy, Meadow Lark, Tom Kennedy, Mary Carney, Wren, Fraction No. 4, Sky Lark and Fraction No. 2 lode mining claims, survey No. 3190, containing 185.127 acres, more or less, EXCEPT AND SUBJECT to a quitclaim deed dated November 25, 1931, recorded January 21, 1936, in Book 66 of Deeds, page 496, of Shoshone County, Idaho, to the following described tract:

Beginning at the southwest corner of the Mountain Boy lode mining claim (corner number 3, survey number 3190); thence North 14° 25' East 208.24 feet along the west end line of said claim to the point of intersection with the west end line of Fraction No. 3 lode mining claim (unsurveyed); thence North 28° 40' East 84.97 feet along the west end line of said Fraction No. 3 claim to the northwest corner thereof; thence south 66° 09' 20" East 1488 feet along the north side line to the northeast corner; thence south 28° 40' West 48.2 feet along the east end line to the point of intersection with the south side line of the Mountain Boy Claim; thence 75° 35' West 1477.85 feet along the south side line of the Mountain Boy Claim to the southwest corner thereof, the place of beginning, containing an area of about 5.80 acres,

and a small amount of personal property situated thereon.

#### TERMS AND CONDITIONS OF MERGER AND/OR CONSOLIDATION:

1. Atlas X Co. shall be merged in and consolidated with Atlas Mining Company, so that all the property, rights, franchises and privileges, by law now vested in Atlas X Co. shall be transferred to, and vested in, Atlas Mining Company, and when such merger and/or consolidation shall be completed and effected, said Atlas X Co. shall cease to exist as a separate corporation.

2. Atlas Mining Company shall continue with its present corporate structure, articles of incorporation, certificate of incorporation and by-laws and shall continue to have and exercise all of its present property, rights, powers and privileges, as well as all of the property, rights, franchises and privileges now vested in Atlas X Co.; said Atlas Mining Company

shall continue to own, have and exercise all of its charter powers, and franchises, and all of the rights and privileges which it now has, or may hereafter have, under the laws of the State of Idaho, including such rights and privileges as are now given it, or may hereafter be given it, under such laws, to amend its articles of incorporation and/or its by-laws; and nothing in this agreement shall be construed to limit in any way the rights and privileges now or hereafter vested in Atlas Company.

3. The present directors and officers of Atlas Company shall continue to hold their respective offices, subject to the right of the board of directors to fill any vacancy or vacancies hereafter occurring in said board of directors or in any office.

4. Upon the final approval in accordance with law of this merger and/or consolidation agreement, and the due execution thereof by the president and secretary of each of said corporations, Atlas X Co. shall simultaneously cause a good and sufficient deed to be made, executed and acknowledged by its president and secretary conveying all of its real and personal property, and all of its assets to Atlas Mining Company.

5. In exchange for their stock in Atlas X Co. each stockholder therein shall be entitled to receive one share of stock in Atlas Mining Company for each sixteen and two-thirds (16-2/3) shares of stock in Atlas X Co.; fractional shares shall be disregarded unless over one-half, in which case one full share shall be issued therefor.

#### MODE OF CARRYING MERGER AND/OR CONSOLIDATION INTO EFFECT:

1. Upon this agreement being signed by the directors of the respective corporations it shall be submitted to the stockholders of each of said corporations at a meeting thereof duly called separately in the manner provided in Section 29-132 of Idaho Code Annotated for calling shareholders meetings, and at said meetings this agreement shall be considered and a vote of the stockholders in person or by proxy shall be taken by ballot for the adoption or rejection of the same, and it shall require a vote of not less

two-thirds of the voting power of all shareholders of each corporation to adopt this agreement.

If the holders of not less than two-thirds of the voting power of all shareholders of each corporation shall vote for the adoption of this agreement, then that fact shall be certified on said agreement by the secretary of each corporation, and said agreement so adopted and so certified shall then be signed by the president and secretary of each of said corporations and acknowledged by the president of each of said corporations. And thereupon the agreement so adopted, certified and acknowledged shall be delivered to the secretary of state of the State of Idaho, and be filed and recorded in his office, and a copy thereof, certified by said secretary of state, shall be filed of record in the office of the County Recorder of Shoshone County, Idaho, being the only county in said State of Idaho in which either of the corporate parties to this agreement have their registered offices, and in which either of said corporate parties have land; and thereupon the title of Atlas X Co. to all of its lands and premises, and its property and assets, shall be transferred to Atlas Mining Company as a result of said merger and/or consolidation.

2. Nothing in this agreement shall affect in any way the rights of creditors of either of the merging corporations, but the creditors of both Atlas X Co. and Atlas Mining Company shall have recourse against the continuing corporation, that is to say, the Atlas Mining Company, and may enforce any debts, claims or obligations against it to the same extent and by the same process as if the said debts, duties and liabilities had been contracted by it.

IN WITNESS WHEREOF, The directors of each of said corporations, that is to say, the Atlas X Co. and the Atlas Mining Company, have hereunto subscribed their names this 2<sup>nd</sup> day of March, A. D. 1940.

W. Karl Greenough

Roger W. Greenough

James A. Wayne

P. E. Wallis

E. E. Ruston

DIRECTORS OF ATLAS X CO.

W. Earl Greenough

Roger W. Greenough

James A. Wayne

P. E. Wallis

E. E. Ruston

DIRECTORS OF ATLAS MINING COMPANY

STATE OF IDAHO      )  
                        ) ss.  
County of Shoshone )

I, ROGER W. GREENOUGH, do hereby certify that I now am, and on the 19th day of March, 1940, and at all times mentioned herein, was, the secretary of Atlas X Co., a corporation organized under and existing by virtue of the laws of the State of Idaho, and as such have in my custody and under my control the books and records, including the minutes of proceedings had at all meetings of the board of directors and stockholders of said corporation;

That at a special meeting of the board of directors of Atlas X Co. held on March 2d, 1940, at which all of said directors were personally present, and which meeting was a legal meeting of said board of directors, the said board of directors by unanimous vote entered into the foregoing agreement for merger and/or consolidation of Atlas X Co. and/with Atlas Mining Company, and signed said agreement; that at said meeting a special meeting of the stockholders of Atlas X Co. was called by said directors to consider the adoption of said agreement, or the rejection thereof; that pursuant to said action of said board of directors a special meeting of the stockholders of Atlas X Co. was called, noticed, convened and held at the registered office of said corporation on the 19th day of March, 1940; that said meeting was legally called, notified, convened and held; that more than two-thirds of the voting power of all shareholders, namely, 1,457,158 shares out of a total authorized capital stock of 1,500,000 shares, was represented at said meeting; that said stockholders meeting was separately called and held from any meeting of stockholders of Atlas Mining Company; that at such meeting the holders of more than two-thirds of the voting power of all shareholders of said Atlas X Co. voted for the adoption of the foregoing agreement for merger and/or consolidation of Atlas X Co. and/with Atlas Mining Company.

WITNESS My hand and the seal of said Atlas X Co. this 19th day of March, A. D. 1940.

Roger W. Greenough  
Secretary

STATE OF IDAHO      )  
                        ) ss.  
County of Shoshone )

I, ROGER W. GREENOUGH, do hereby certify that I now am, and on the 19th day of March, 1940, and at all times mentioned herein, was, the secretary of Atlas Mining Company, a corporation organized under and existing by virtue of the laws of the State of Idaho, and as such have in my custody and under my control the books and records, including the minutes of proceedings had at all meetings of the board of directors and stockholders of said corporation;

That at a special meeting of the board of directors of Atlas Mining Company held on March 2d, 1940, at which all of said directors were personally present, and which meeting was a legal meeting of said board of directors, the said board of directors by unanimous vote entered into the foregoing agreement for merger and/or consolidation of Atlas X Co. and/with Atlas Mining Company, and signed said agreement; that at said meeting a special meeting of the stockholders of Atlas Mining Company was called by said directors to consider the adoption of said agreement, or the rejection thereof; that pursuant to said action of said board of directors a special meeting of the stockholders of Atlas Mining Company was called, noticed, convened and held at the registered office of said corporation on the 19th day of March, 1940; that said meeting was legally called, notified, convened and held; that more than two-thirds of the voting power of all shareholders, namely, 1,358,550 shares out of a total authorized capital stock of 2,000,000 shares, was represented at said meeting; that said stockholders meeting was separately called and held from any meeting of stockholders of Atlas X Co.; that at such meeting the holders of more than two-thirds of the voting power of all shareholders of said Atlas Mining Company voted for the adoption of the foregoing agreement for merger and/or consolidation of Atlas X Co. and/with Atlas Mining Company.

WITNESS My hand and the seal of said Atlas Mining Company this 19th day of March, A. D. 1940.

Roger W. Greenough  
Secretary

IN WITNESS WHEREOF, The parties to the foregoing agreement for merger and/or consolidation of Atlas X Co. and/with Atlas Mining Company have caused said agreement so made and entered into and signed by their respective directors, and adopted by their respective stockholders and certified by their respective secretaries, to be executed and signed by their respective presidents and secretaries, and their corporate seals to be hereunto affixed, this 19th day of March, A. D. 1940.

ATLAS X CO.

By James A. Bayne  
President

Attest Roger W. Greenough  
Secretary

ATLAS MINING COMPANY

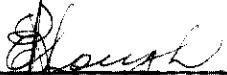
By W. Earl Greenough  
President

Attest Roger W. Greenough  
Secretary

STATE OF IDAHO      )  
                        ) ss.  
County of Shoshone )

On this 19th day of March, A. D. 1940, before me, \_\_\_\_\_  
E. R. LOUGH, a Notary Public for the State of Idaho, personally  
appeared JAMES A. WAYNE, known to me to be the president of Atlas X Co.,  
the corporation that executed the foregoing instrument, and acknowledged to  
me that such corporation executed the same.

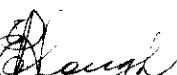
IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my  
official seal at my office in Wallace, Idaho, the day and year in this cer-  
tificate first above written.

  
\_\_\_\_\_  
Notary Public for the State of Idaho,  
residing at Wallace, Idaho.

STATE OF IDAHO      )  
                        ) ss.  
County of Shoshone )

On this 19th day of March, A. D. 1940, before me, \_\_\_\_\_  
E. R. LOUGH, a Notary Public for the State of Idaho, personally  
appeared W. EARL GREENOUGH, known to me to be the president of Atlas Mining  
Company, the corporation that executed the foregoing instrument, and acknowl-  
edged to me that such corporation executed the same.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my  
official seal at my office in Wallace, Idaho, the day and year in this cer-  
tificate first above written.

  
\_\_\_\_\_  
Notary Public for the State of Idaho,  
residing at Wallace, Idaho.